



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418, Tel (312) 372-9500, Fax (312) 845-5305

May 3, 1996

RECORDATION NO. 16594-54K  
FILED 1425  
MAY 10 1996 10 15 AM  
FEDERAL COMMERCE COMMISSION

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

MAY 10 10 09 AM '96

Surface Transportation Board  
12th Street & Constitution Avenue, N.W.  
Washington, DC 20423

Attn: Ms. Janice M. Fort  
Room 2311

Re: Equipment Trust Agreement (Series 21)  
Recordation No. 16594

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Fourth Supplemental Equipment Trust Agreement dated as of February 14, 1996, between Union Tank Car Company and Citibank, N.A., as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

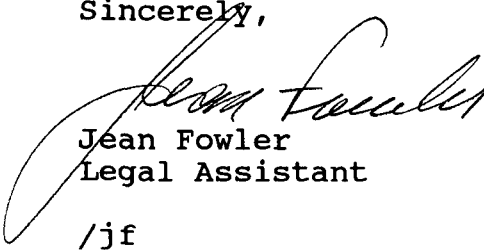
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

  
Jean Fowler  
Legal Assistant

/jff

encls

UTC4066

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

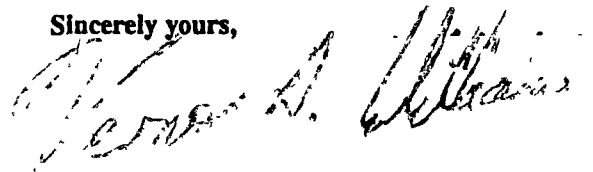
5/10/96

Jean Fowler  
Legal Assistant  
The Marmon Group, Inc.  
225 West Washington Street  
Chicago, Illinois 60606-3418

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/10/96 at 10:15AM , and assigned recordation number(s). 16594-J and 16594-K.

Sincerely yours,

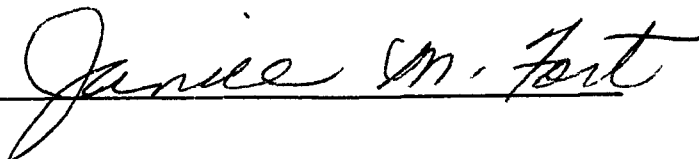


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

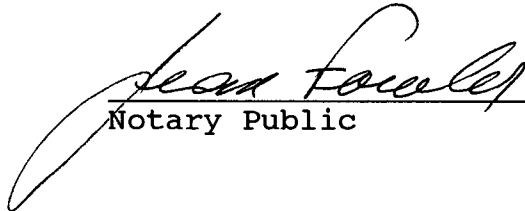


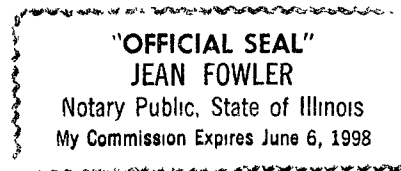
STATE OF ILLINOIS)  
                                  )  
COUNTY OF COOK      )

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Fourth Supplemental Trust Agreement dated as of February 14, 1996, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 29th day of April, 1996.

  
\_\_\_\_\_  
Notary Public



FOURTH SUPPLEMENTAL TRUST AGREEMENT MAY 10 1996 10 15 AM

UNION TANK CAR COMPANY (SERIES 21) IN LANCIA'S COMMERCIAL COMPANY

THIS FOURTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 1996, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Citibank, N.A. ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of October 13, 1989 ("Trust Agreement") providing for the issue of its Equipment Certificates (Series 21) in the aggregate principal amount of \$100,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

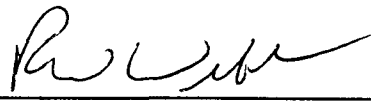
Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: \_\_\_\_\_

  
R. C. Gluth,  
Executive Vice President

Attest:

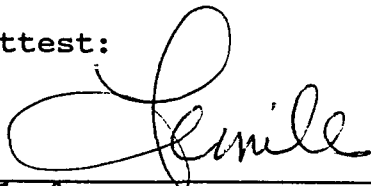
  
Robert W. Webb, Secretary

CITIBANK, N.A.

By: \_\_\_\_\_

  
P. DeFelice  
VICE PRESIDENT

Attest:

  
SENIOR Trust Officer

UTC2044

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT  
RAILCAR SUBSTITUTIONS (SCHEDULE A)  
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION  
2/14/96

CERTIFICATE TRUST SERIES R-021

<u>QUANTITY</u>	<u>A A R MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL /CUFT )</u>	<u>ROAD NUMBERS</u>
12	C214	5,800	UTCX 48226, 48227, 48228, 48229 48230, 48231, 48232, 48233, 48234, 48235, 48329, 48330
2	C214	6,100	UTCX 59071, 59072
1	T095		UTLX 647087
<u>15</u>	Total		

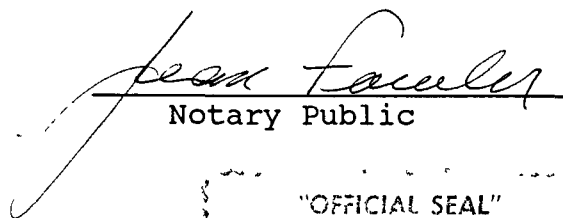
2/14/96

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS – SCHEDULE B  
SERIES 21 (R021)

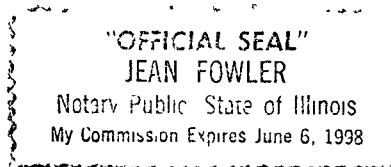
<u>QUANTITY</u>	<u>A A R MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
2	C214	5,800	UTCX 47863, 47941
1	T054	14,000	UTLX 125118
2	T105	20,000	UTLX 640931, 640933
9	T106	23,500	UTLX 640652, 640820, 640973, 641012, 641119, 641273, 641305, 641353, 641502
1	T107	26,000	UTLX 201062
2	T907	25,000	UTLX 900519, 900524,
1	T907	25,800	UTLX 900564
<hr/> 18	TOTAL		

STATE OF ILLINOIS     )  
                              )    SS  
COUNTY OF COOK        )

On April 15, 1996, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

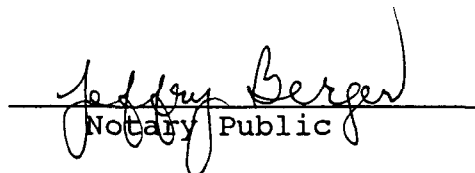
  
Notary Public

(SEAL)



STATE OF NEW YORK     )  
                              )    SS  
COUNTY OF NEW YORK    )

On this 18<sup>th</sup> day of APRIL, 1996, before me personally came P. DeFelice, to me known, who, being by me duly sworn, did depose and say that he/she is Vice President of Citibank, N.A., one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.

  
Notary Public

(SEAL)

UTC2044

JEFFERY BERGER  
Notary Public, State of New York  
No. 01BE5015814  
Qualified in Kings County  
Commission Expires July 26, 1997

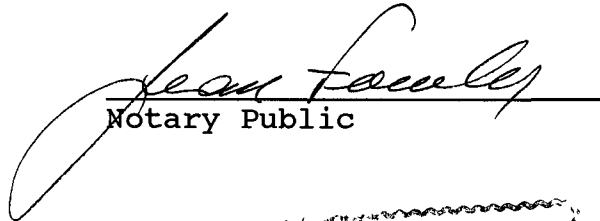


STATE OF ILLINOIS)  
 )  
COUNTY OF COOK )

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of February 14, 1996, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 29th day of April, 1996.

  
Notary Public

